

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: Chapter 11
:
Delphi Automotive Systems LLC, :
:
Debtors. :
:
-----X

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)

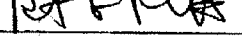
To: JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
("Assignor")

As of October 5, 2006, Assignor's Claim against Debtor in the principal amount of \$14,667.35 has been transferred to Special Situations Investing Group, Inc. ("Assignee"). The Evidence of Transfer of Claim from Assignor to Assignee is attached as Exhibit A and Assignee's payment and delivery instructions are attached as Exhibit B. A copy of the Proof of Claim filed by Cataler North America Corporation (the "Original Assignor") is attached hereto as Exhibit C. A copy of the Evidence of Transfer of Claim from Original Assignor to The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BofT") is attached hereto as Exhibit D-1 and a copy of Evidence of Transfer of Claim from BofT to Assignor is attached hereto as Exhibit D-2. NO ACTION IS REQUIRED IF YOU DO NOT OBJECT TO THE TRANSFER OF YOUR CLAIM. HOWEVER, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER WITH THE COURT:

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

PLEASE SEND A COPY OF YOUR OBJECTION TO THE ASSIGNEE AT THE ABOVE ADDRESS. IF YOU FILE AN OBJECTION, A HEARING WILL BE SCHEDULED. IF YOUR OBJECTION IS NOT TIMELY FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.

SPECIAL SITUATIONS INVESTING GROUP, INC.

By: 
Name: **ROBERT G. FRAHM III**
Title: **AUTHORIZED SIGNATORY**

466927
466927.2/

EXHIBIT A

Evidence of Transfer of Claim

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
Delphi Automotive Systems LLC, :
Debtors. :
-----X

JPMORGAN CHASE BANK, N.A. ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **SPECIAL SITUATIONS INVESTING GROUP, INC.**, its respective successors and assigns ("Assignee") all rights, title and interest in and to the claims of Assignor in the principal amount of \$14,667.35 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim filed by Cataler North America Corporation (the "Original Assignor"), a copy of which is attached hereto as Exhibit C. A copy of the Evidence of Transfer of Claim from Original Assignor to The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BofT") is attached hereto as Exhibit D-1 and a copy of Evidence of Transfer of Claim from BofT to Assignor is attached hereto as Exhibit D-2. The Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

{Signatures appear on the following page.}

IN WITNESS WHEREOF, dated the 5th day of October, 2006.

SPECIAL SITUATIONS INVESTING
GROUP, INC., as Assignee

By: 

Name:

Title:

ROBERT G. FRAHM III
AUTHORIZED SIGNATORY

Accepted and agreed to as of this 5th day of
October, 2006

JPMORGAN CHASE BANK, N.A.,
as Assignor

By _____

Name:

Title:

IN WITNESS WHEREOF, dated the 5th day of October, 2006.

**SPECIAL SITUATIONS INVESTING
GROUP, INC., as Assignee**

By: _____
Name:
Title:

Accepted and agreed to as of this 5th day of
October, 2006

**JPMORGAN CHASE BANK, N.A.,
as Assignor**

By _____

Name:

Title:

ANDREW OPEL
AUTHORIZED SIGNATORY

EXHIBIT B

Assignee's Payment and Delivery Instructions:

Notice

Special Situations Investing Group, Inc.
c/o Goldman, Sachs & Co.
85 Broad Street, 28th Floor
New York, NY 10004
Attn: Al Drumbowski
Tel.: 212-357-5126
Fax: 212-902-4103

With a copy to:

Goldman, Sachs & Co.
30 Hudson Street, 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez
Tel.: 917-343-8319
Fax: 212-428-1243

Wire

JPMorgan Chase Bank, N.A.
New York, NY
ABA # 021000021
A/C Name: Special Situations Investing Group, Inc.
A/C # 066906601
Ref: Delphi
Attn: Philip Green

EXHIBIT C

Proof of Claim

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor DELPHI AUTOMOTIVE SYSTEMS, LLC	Case Number 05-44481	FILE COPY
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): CATALER CORPORATION	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: CATALER CORPORATION 7800 CHIHAMA, DAITO-CHO, QOASA-GUN, SHIZOKA, 437-14 JAPAN Telephone number:	THIS SPACE IS FOR COURT USE ONLY	
Last four digits of account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: 07292005-10062005		3. If court judgment, date obtained: N/A
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ 14,667.35 <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
5. Total Amount of Claim at Time Case Filed: \$ 14,667.35 (unsecured) -0- (secured) -0- (priority) 14,667.35 (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date 08/19/2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Joel D. Applebaum, Attorney In Fact	THIS SPACE IS FOR COURT USE ONLY RECEIVED JUN 22 2006 CLAIMS PROCESSING CENTER USBC, SDNY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



CATALER CORPORATION

7800 CHIHAMA, DAITO-CHO, OGASA-GUN,
SHIZUOKA, 437-14 JAPAN
PHONE : 0537-72-6274 FAX : 0537-72-1029

INVOICE NO	200507
DATE	Jul 29, 2005

INVOICE

BUYER'S ADDRESS

DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS, MILWAUKEE
7929 S. HOWELL AVE., OAK CREEK, WI, 53154 USA
ATTN: MS. MARILYN AYALA-HINEK. MR. JIM BARON
PHONE: (414) 768-3319 (414) 768-3439

PAYMENT

TT. REMITTANCE WITHIN MNS-2 AFTER BUYER'S RECEIPT DATE
THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY
US DOLLAR (UNITED STATES)

SHIPPED FROM

TOKYO, JAPAN

TO

OAK CREEK, WI

VIA

LOS ANGELES

SHIPPED PER

MOL EXCELLENCE VOY:024E

TERM

SATLING ON OR ABOUT

FREIGHT COLLECT

Aug 6, 2005

MARKS & NOS	NUMBER OF PACKAGES	DESCRIPTION OF GOODS	QUANTITY	UNIT PRICE	AMOUNT
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS OAK CREEK, WI. C/NO. 1-1 MADE IN JAPAN	1	CATALYST: REACTION INITIATION GROUP PART (HARMONISED NO. 3815.12-000) <P.O. NO.> <PART NO.> <CODE> <Lot No> 550014951 25341403 SEA 96-1	79	\$40.19	\$3,175.01
<div style="border: 1px solid black; padding: 5px; width: fit-content;"> US custom is DHL Danzas Air & Ocean Atten: Christina Soutar Phone: 734-229-3226 </div>					
TOTAL	1 PALLET	F.O.B. JAPAN	79 PCS.		\$3,175.01
			4 BOX		

'THE SOLID WOOD PACKING MATERIALS ARE TOTALLY FREE FORM
BARK AND APPARENTLY FREE OF LIVE PLANT PESTS.'

SIGNED BY

Yuki Torii

(SELLER)

YUKI TORII

CATALER CORPORATION
7808 CHIHAMA, DAITO-CHO, OGASA-CITY,
SHIZUOKA, 413-14 JAPAN
CATALER PHONE : 0537-72-6774 FAX : 0537-72-7829

INVOICE NO	200507
DATE	JUL 29, 2005

PACKING LIST

BUYER & ADDRESS		SHIPPED FROM		TO	VIA				
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS 7928 S. HOWELL AVE., OAK CREEK, WI, 53154 USA ATTN: MS. MARILYN AYALA-HINEK, MR. JIM BARON PHONE: (414)768-3319 (414)768-3439		TOKYO, JAPAN		OAK CREEK, WI	LOS ANGELES				
PAYMENT		SHIPPED PER							
TT. REMITTANCE WITHIN MMS-2 AFTER BUYER'S RECEIPT DATE		MOL EXCELLENCE VOY:024E							
THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY		SAILING ON OR ABOUT		AUG 8, 2005					
US DOLLAR (UNITED STATES)									
TERM									
FREIGHT COLLECT									
MARKS & NOS	NUMBER OF PACKAGE	DESCRIPTION OF GOODS				QUANTITY	GROSS WEIGHT	NET WEIGHT	MEASUREMENT
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS OAK CREEK, WI C/NO. 1-1 MADE IN JAPAN	1	CATALYST: REACTION INITIATION GROUP PART (HARMONISED CODE NO. 3815.12-000) <P.O. NO.> <PART NO.> <CODE> <Lot No> 550014951 25341483 SEA 96-1				79 PCS	45 KG	21 KG	0.410 M3
TOTAL:		1 PALLET F.O.B. JAPAN				79 PCS	45 KG	21 KG	0.410 M3

* THE SOLID WOOD PACKING MATERIALS ARE TOTALLY FREE FROM BARK AND APPARENTLY FREE OF LIVE PLANT PESTS. *

SIGNED BY

Yuki Torii
(SELLER)

YUKI TORII



CATALER CORPORATION

7800 CHIHAMA, DAITO-CHO, OGASA-GUN.
SHIZUOKA, 437-14 JAPAN
PHONE : 0537-72-6274 FAX : 0537-72-2829

INVOICE NO	200508
DATE	Sep 2, 2005

INVOICE

BUYER'S ADDRESS

DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS, MILWAUKEE
7929 S. HOWELL AVE., OAK CREEK, WI, 53154 USA
ATTN: MS. MARILYN AYALA-HINEK. MR. JIM BARON
PHONE: (414) 768-3319 (414) 768-3439

PAYMENT

TT. REMITTANCE WITHIN MNS-2 AFTER BUYER'S RECEIPT DATE

THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY
US DOLLAR (UNITED STATES)

TERM

FREIGHT COLLECT

SHIPPED FROM

TO

VIA

TOKYO, JAPAN

OAK CREEK, WI

LOS ANGELES

SHIPPED PER

NOL EXCELLENCE VOY:025E

SAILING ON OR ABOUT

Sep 10, 2005

MARKS & NOS	NUMBER OF PACKAGE	DESCRIPTION OF GOODS	QUANTITY	UNIT PRICE	AMOUNT
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS OAK CREEK, WI C/NO. 1-2 MADE IN JAPAN		CATALYST: REACTION INITIATION GROUP PART (HARMONISED NO. 3815.12-000) <P.O. NO.> <PART NO.> <CODE> <Lot No>			
	1	550014949 25317086 CTA 268-1	157	\$65.59	\$10,297.83
	1	550014951 25341483 SEA 97-1	21	\$40.19	\$843.99

US custom is DHL Danzas Air & Ocean
Atten: Christina Soutar
Phone: 734-229-3226

TOTAL

2 PALLETS

178 PCS.

\$11,141.82

13 BOX

F.O.B. JAPAN

'THE SOLID WOOD PACKING MATERIALS ARE TOTALLY FREE FORM
BARK AND APPARENTLY FREE OF LIVE PLANT PESTS.'

SIGNED BY

Yuki Torii

(SELLER)

YUKI TORII

CATALER CORPORATION
7808 CHIHARA, DAITO-CITY, OGASA-CITY,
SHIZUOKA, 417-14 JAPAN
CATALER PHONE : 0537-72-6774 FAX : 0537-72-2829

INVOICE NO	200508
DATE	Sep 2, 2005

PACKING LIST

BUYER'S ADDRESS		SHIPPED FROM		TO	VIA				
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS 7929 S. HOWELL AVE., OAK CREEK, WI, 53154 USA ATTN: MS. MARILYN AYALA-HINEK, MR. JIM BARON PHONE: (414)768-3319 (414)768-3439		TOKYO, JAPAN		OAK CREEK, WI	LOS ANGELES				
PAYMENT		SHIPPED PER							
TT REMITTANCE WITHIN MNS-2 AFTER BUYER'S RECEIPT DATE		MOL EXCELLENCE VOY:025E							
THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY		SAILING ON OR ABOUT		Sep 10, 2005					
US DOLLAR (UNITED STATES)									
TERM									
FREIGHT COLLECT									
MARKS & NOS	NUMBER OF PACKAGE	DESCRIPTION OF GOODS				QUANTITY	GROSS WEIGHT	NET WEIGHT	MEASUREMENT
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS OAK CREEK, WI C/NO. 1-2 MADE IN JAPAN	1	CATALYST: REACTION INITIATION GROUP PART (HARMONISED CODE NO. 3815.12-000) <P.O. NO.> <PART NO.> <CODE> <Lot No>				157 PCS	94 KG	65 KG	0.520 M3
	1	550014949 25317086 CTA 268-1				21 PCS	28 KG	6 KG	0.410 M3
TOTAL:		2 PALLETS F.O.B. JAPAN				178 PCS	122 KG	71 KG	0.930 M3

THE SOLID WOOD PACKING MATERIALS ARE TOTALLY FREE FROM BARK AND APPARENTLY FREE OF LIVE PLANT PESTS.

SIGNED BY

Yuki Torii
(SELLER)
YUKI TORII



CATALER CORPORATION
1890 CHIHAMA, KAKEGAWA-SHI,
SHIZUOKA, 437-14 JAPAN
PHONE : 0537-72-3131 FAX : 0537-72-2229

INVOICE NO	AYD2516
DATE	Oct 6, 2005

INVOICE

BUYER & ADDRESS	
Delphi Energy & Chassis 7929 SOUTH HOWELL AVE. OAK CREEK, WI 53154 Receiving DOCK 801 ATTN: MR. JOE DUBNICKA PHONE: 414-768-3420 FAX: 414-768-3058	
PAYMENT	FEDER TRACKING NUMBER
TT. REMITTANCE WITHIN MNS-2	8436 8681 5527
DELPHI ACCOUNT NUMBER	SHIPPED FROM
0532 1839 3	TO OSAKA, JAPAN
ETN NUMBER	SHIPPED PER
38 0572515	AIRCRAFT
TERMS	SAYING ON OR ABOUT
F.O.B ORIGIN, FLEIGHT COLLECT	Oct 6, 2005

MARKS & NOS	NUMBER OF PACKAGE	DESCRIPTION OF GOODS	QUANTITY	UNIT PRICE	AMOUNT
AYD2516 C/NO 1-1 MADE IN JAPAN	C/NO 1-1	<p>CATALYST (TO DEVELOPMENT EMISSION SYSTEMS) REACTION INITIATION GROUP PART (Harmonised CODE NO. 3815.12-000)</p> <p>Catalyst name Delphi Part No. F-6382 25387204AA RAPIFAX# 14727 PO# 450142538 JOB# : ENMF10909</p>	2	\$175.36	\$350.72
TOTAL:		1 CARTON	2 PCS.		\$350.72

CATALER CORPORATION

SIGNED BY

Yuki Torii

(SELLER)

YUKI TORII



CATALER CORPORATION
1000 CHIHARA, KAREGARA-SHI,
SHIZUOKA, 437-84 JAPAN
PHONE : 0537-72-3131 FAX : 0537-72-1020

INVOICE NO	AYD2516
DATE	Oct 6, 2005

PACKING LIST

BUYER & ADDRESS	
Delphi Energy & Chassis 7929 SOUTH HOWELL AVE. OAK CREEK, WI 53154 Receiving DOCK 801 ATTN: MR. JOE DUBNICKA PHONE: 414-768-3420 FAX: 414-768-3058	
PAYMENT	PEDEX TRACKING NUMBER
TT. REMITTANCE WITHIN WMS-2	8436 8681 5527
DELPHI ACCOUNT NUMBER	SHIPPED FROM
0532 1839 3	OSAKA, JAPAN
ETN NUMBER	SHIPPED PER
38 0572515	AIRCRAFT
TERM	SAILING ON OR ABOUT
F.O.B ORIGIN, FLEIGHT COLLECT	Oct 6, 2005

MARKS & NOS	NUMBER OF PACKAGE	DESCRIPTION OF GOODS	QUANTITY	NOTE
AYD2516 C/NO 1-1 MADE IN JAPAN	C/NO 1-1	<p>CATALYST (TO DEVELOPMENT EMISSION SYSTEMS) REACTION INITIATION GROUP PART (Harmonised CODE NO. 3816.12-000)</p> <p>Catalyst name Delphi Part No. F-6382 25387204AA RAPIFAX# 14727 PO# 450142538 JOB# : EMMF10909</p>	2	
TOTAL:		1 CARTON	2 PCS.	

CATALER CORPORATION

SIGNED BY

Yuki Torii

(SELLER)

YUKI TORII

EXHIBIT D-1

Evidence of Transfer of Claim from Original Assignor to BofT

(see above)

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re:	:	Chapter 11
	:	
Delphi Automotive Systems LLC,	:	Case No. 05-44640 (RDD)
	:	
Debtors.	:	
	:	
-----X	:	

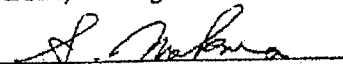
CATALER CORPORATION (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.**, its successors and assigns ("Assignee") all rights, title and interest in and to the claims of Assignor in the principal amount of \$14,667.35 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Automotive Systems LLC, et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim filed by Assignor, a copy of which is attached hereto as Exhibit C. The Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

{Signatures appear on the following pages}

IN WITNESS WHEREOF, dated the 5th day of October, 2006.

THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD., as Assignee

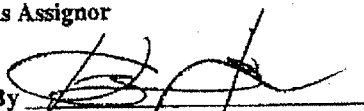
By: 

Name:

Title: SHINKICHI NAKAMURA
Authorized Signatory

Accepted and agreed to as of this 5th day of
October, 2006

CATALER CORPORATION
as Assignor

By: 

Name: Kenji Ueno

Title: Senior Managing Director

EXHIBIT D-2

Evidence of Transfer of Claim from BofT to Assignor

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Delphi Automotive Systems LLC,

Debtors.
-----X

Chapter 11

Case No. 05-44640 (RDD)

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto JPMORGAN CHASE BANK, N.A., its respective successors and assigns ("Assignee") all rights, title and interest in and to the claims of Assignor in the principal amount of \$14,667.35 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation, et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim filed by Cataler North America Corporation (the "Original Assignor"), a copy of which is attached hereto as Exhibit C. A copy of the Evidence of Transfer of Claim from Original Assignor to Assignor is attached hereto as Exhibit D. The Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

{Signatures appear on the following page.}

IN WITNESS WHEREOF, dated the 5th day of October, 2006.

JPMORGAN CHASE BANK, N.A., as
Assignee

By: 

Name:

Title:

ANDREW OPEL
AUTHORIZED SIGNATORY

Accepted and agreed to as of this 5th day of
October, 2006

THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD.
as Assignor

By



Name:

Title:

SHINKICHI NAKAMURA
Authorized Signatory